

RECORDATION NO. 16820-E FILED

APR 03 '08 -9 30 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

April 3, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Full Release, dated as of March 31, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATX Trust 90-1) and related documents previously filed with the Board under Recordation Number 16820.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: U.S. Bank National Association (successor to  
State Street Bank and Trust Company of  
Connecticut, National Association)  
225 Franklin Street  
Boston, MA 02110

Owner Trustee: Wilmington Trust Company, not in its individual  
capacity but solely as Owner Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001

Anne K. Quinlan, Esq  
April 3, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

392 railcars within the series WC 84307 - WC 84399 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Bill of Sale and Full Release.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

APR 03 '08 -9 30 AM

**BILL OF SALE AND FULL RELEASE**

SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATX Trust 90-1 (the "Lessor") under an Equipment Lease Agreement (GATX Trust 90-1)

dated as of March 15, 1990, a Memorandum of which was filed with the Surface Transportation Board (STB) under recordation #16820 (the "Lease") between the Owner Trustee and GATX Corporation, successor by merger to GATX Capital Corporation (the "Lessee"), in consideration of the sum of \$9,898,000, (\$25,250 per item of Equipment) paid by Lessee to Owner Trustee, does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railroad equipment bearing reporting marks and road numbers listed on Exhibit A hereto (together with any and all accessories, additions, improvements and replacements from time to time incorporated or installed on any item thereof which are the property of the Lessor under the Lease, the "Equipment") "AS IS", "WHERE IS" and without recourse or any representation or warranty of any kind whatsoever, whether written, oral, express or implied (including, without limitation, without any representation or warranty as to the MERCHANTABILITY or FITNESS FOR A PARTICULAR PURPOSE of the Unit), other than a warranty against Permitted Encumbrances and Liens (as such terms are defined in Annex 1 to the Lease), which result from the Lessor's own acts or from claims against the Lessor not to be paid or indemnified against by the Lessee under the Lease. Lessor also does hereby acknowledge that the Lease and the obligation of the Lessee to pay rent for the Equipment have terminated and that Lessor hereby releases and discharges any security interest it may have in the Current Sublease (as defined in Annex 1 to the Lease). Lessor further acknowledges the termination of the Lease Assignment entered into between Lessor and Lessee dated as of March 15, 1990 and filed with the STB and Lessor's release of all of its rights and interests thereunder.

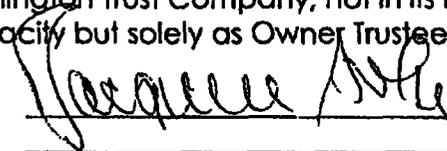
U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, National Association, Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATX Trust No. 90-1) dated as of March 15, 1990, (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Equipment under the Indenture and hereby acknowledges that the Equipment is no longer subject to the Lease.

Dated: March 31, 2008

Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee

By:

Title:



U.S. Bank National Association, successor

to State Street Bank and Trust Company of  
Connecticut, National Association, as  
Indenture Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

State of Delaware )  
 ) SS  
County of New Castle )

On this 31<sup>st</sup> day of March, 2008, before me personally appeared ~~Saigueline Solon~~ to me personally known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dianne Bruton  
Notary Public

[Notarial Seal]

My commission expires:

**DIANNE M. BRUTON**  
Notary Public - State of Delaware  
My Comm. Expires Nov. 27, 2011

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_ day of \_\_\_\_\_, 2008, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, National Association that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

**BILL OF SALE AND FULL RELEASE**

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATX Trust 90-1 (the "Lessor") under an Equipment Lease Agreement (GATX Trust 90-1)

dated as of March 15, 1990, a Memorandum of which was filed with the Surface Transportation Board (STB) under recordation #16820 (the "Lease") between the Owner Trustee and GATX Corporation, successor by merger to GATX Capital Corporation (the "Lessee"), in consideration of the sum of \$9,898,000, (\$25,250 per Item of Equipment) paid by Lessee to Owner Trustee, does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railroad equipment bearing reporting marks and road numbers listed on Exhibit A hereto (together with any and all accessories, additions, improvements and replacements from time to time incorporated or installed on any item thereof which are the property of the Lessor under the Lease, the "Equipment") "AS IS", "WHERE IS" and without recourse or any representation or warranty of any kind whatsoever, whether written, oral, express or implied (including, without limitation, without any representation or warranty as to the MERCHANTABILITY or FITNESS FOR A PARTICULAR PURPOSE of the Unit), other than a warranty against Permitted Encumbrances and Liens (as such terms are defined in Annex 1 to the Lease), which result from the Lessor's own acts or from claims against the Lessor not to be paid or indemnified against by the Lessee under the Lease. Lessor also does hereby acknowledge that the Lease and the obligation of the Lessee to pay rent for the Equipment have terminated and that Lessor hereby releases and discharges any security interest it may have in the Current Sublease (as defined in Annex 1 to the Lease). Lessor further acknowledges the termination of the Lease Assignment entered into between Lessor and Lessee dated as of March 15, 1990 and filed with the STB and Lessor's release of all of its rights and interests thereunder.

U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, National Association, Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATX Trust No. 90-1) dated as of March 15, 1990, (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Equipment under the Indenture and hereby acknowledges that the Equipment is no longer subject to the Lease.

Dated: March 31, 2008

Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

U.S. Bank National Association, successor

to State Street Bank and Trust Company of  
Connecticut, National Association, as  
Indenture Trustee

By: *Crystal Deperry*  
Title: Crystal Deperry  
Trust Officer

State of Delaware )  
 ) SS  
County of New Castle )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2008, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 31<sup>st</sup> day of March, 2008, before me personally appeared **Crystal Deperry**, to me known, who being by me duly sworn, says that he/she is a **Trust Officer** of U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, National Association that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Susan P. McNally*  
Notary Public

SUSAN P. McNALLY  
Notary Public - Connecticut  
My Commission Expires Mar. 31, 2010

[Notarial Seal]

My commission expires:

Exhibit A

<u>Railcar Operating Stencil Number</u>		<u>Railcar Operating Stencil Number</u>		<u>Railcar Operating Stencil Number</u>	
1)	WC 084000	51)	WC 084052	101)	WC 084106
2)	WC 084001	52)	WC 084053	102)	WC 084107
3)	WC 084002	53)	WC 084054	103)	WC 084108
4)	WC 084003	54)	WC 084055	104)	WC 084109
5)	WC 084004	55)	WC 084056	105)	WC 084110
6)	WC 084005	56)	WC 084057	106)	WC 084111
7)	WC 084006	57)	WC 084058	107)	WC 084112
8)	WC 084007	58)	WC 084059	108)	WC 084113
9)	WC 084008	59)	WC 084060	109)	WC 084114
10)	WC 084009	60)	WC 084061	110)	WC 084115
11)	WC 084010	61)	WC 084062	111)	WC 084116
12)	WC 084011	62)	WC 084063	112)	WC 084117
13)	WC 084012	63)	WC 084064	113)	WC 084118
14)	WC 084013	64)	WC 084065	114)	WC 084119
15)	WC 084014	65)	WC 084066	115)	WC 084120
16)	WC 084015	66)	WC 084067	116)	WC 084121
17)	WC 084016	67)	WC 084068	117)	WC 084122
18)	WC 084017	68)	WC 084070	118)	WC 084123
19)	WC 084018	69)	WC 084071	119)	WC 084124
20)	WC 084019	70)	WC 084072	120)	WC 084125
21)	WC 084021	71)	WC 084074	121)	WC 084126
22)	WC 084022	72)	WC 084075	122)	WC 084127
23)	WC 084023	73)	WC 084076	123)	WC 084128
24)	WC 084024	74)	WC 084077	124)	WC 084129
25)	WC 084025	75)	WC 084078	125)	WC 084130
26)	WC 084026	76)	WC 084079	126)	WC 084131
27)	WC 084027	77)	WC 084080	127)	WC 084132
28)	WC 084028	78)	WC 084082	128)	WC 084133
29)	WC 084029	79)	WC 084083	129)	WC 084134
30)	WC 084030	80)	WC 084084	130)	WC 084135
31)	WC 084031	81)	WC 084085	131)	WC 084136
32)	WC 084032	82)	WC 084086	132)	WC 084137
33)	WC 084033	83)	WC 084087	133)	WC 084138
34)	WC 084034	84)	WC 084088	134)	WC 084139
35)	WC 084035	85)	WC 084089	135)	WC 084140
36)	WC 084036	86)	WC 084090	136)	WC 084141
37)	WC 084037	87)	WC 084091	137)	WC 084142
38)	WC 084038	88)	WC 084092	138)	WC 084143
39)	WC 084039	89)	WC 084093	139)	WC 084144
40)	WC 084040	90)	WC 084094	140)	WC 084145
41)	WC 084041	91)	WC 084095	141)	WC 084146
42)	WC 084042	92)	WC 084096	142)	WC 084147
43)	WC 084043	93)	WC 084098	143)	WC 084148
44)	WC 084044	94)	WC 084099	144)	WC 084149
45)	WC 084046	95)	WC 084100	145)	WC 084150
46)	WC 084047	96)	WC 084101	146)	WC 084151
47)	WC 084048	97)	WC 084102	147)	WC 084152
48)	WC 084049	98)	WC 084103	148)	WC 084153
49)	WC 084050	99)	WC 084104	149)	WC 084154
50)	WC 084051	100)	WC 084105	150)	WC 084156

Exhibit A

<u>Railcar Operating Stencil Number</u>		<u>Railcar Operating Stencil Number</u>		<u>Railcar Operating Stencil Number</u>	
151)	WC 084157	201)	WC 084207	251)	WC 084257
152)	WC 084158	202)	WC 084208	252)	WC 084258
153)	WC 084159	203)	WC 084209	253)	WC 084259
154)	WC 084160	204)	WC 084210	254)	WC 084260
155)	WC 084161	205)	WC 084211	255)	WC 084261
156)	WC 084162	206)	WC 084212	256)	WC 084262
157)	WC 084163	207)	WC 084213	257)	WC 084263
158)	WC 084164	208)	WC 084214	258)	WC 084264
159)	WC 084165	209)	WC 084215	259)	WC 084265
160)	WC 084166	210)	WC 084216	260)	WC 084266
161)	WC 084167	211)	WC 084217	261)	WC 084267
162)	WC 084168	212)	WC 084218	262)	WC 084268
163)	WC 084169	213)	WC 084219	263)	WC 084269
164)	WC 084170	214)	WC 084220	264)	WC 084270
165)	WC 084171	215)	WC 084221	265)	WC 084271
166)	WC 084172	216)	WC 084222	266)	WC 084272
167)	WC 084173	217)	WC 084223	267)	WC 084273
168)	WC 084174	218)	WC 084224	268)	WC 084274
169)	WC 084175	219)	WC 084225	269)	WC 084275
170)	WC 084176	220)	WC 084226	270)	WC 084276
171)	WC 084177	221)	WC 084227	271)	WC 084277
172)	WC 084178	222)	WC 084228	272)	WC 084278
173)	WC 084179	223)	WC 084229	273)	WC 084279
174)	WC 084180	224)	WC 084230	274)	WC 084280
175)	WC 084181	225)	WC 084231	275)	WC 084281
176)	WC 084182	226)	WC 084232	276)	WC 084282
177)	WC 084183	227)	WC 084233	277)	WC 084283
178)	WC 084184	228)	WC 084234	278)	WC 084284
179)	WC 084185	229)	WC 084235	279)	WC 084285
180)	WC 084186	230)	WC 084236	280)	WC 084286
181)	WC 084187	231)	WC 084237	281)	WC 084287
182)	WC 084188	232)	WC 084238	282)	WC 084288
183)	WC 084189	233)	WC 084239	283)	WC 084289
184)	WC 084190	234)	WC 084240	284)	WC 084290
185)	WC 084191	235)	WC 084241	285)	WC 084291
186)	WC 084192	236)	WC 084242	286)	WC 084292
187)	WC 084193	237)	WC 084243	287)	WC 084293
188)	WC 084194	238)	WC 084244	288)	WC 084294
189)	WC 084195	239)	WC 084245	289)	WC 084295
190)	WC 084196	240)	WC 084246	290)	WC 084296
191)	WC 084197	241)	WC 084247	291)	WC 084297
192)	WC 084198	242)	WC 084248	292)	WC 084298
193)	WC 084199	243)	WC 084249	293)	WC 084299
194)	WC 084200	244)	WC 084250	294)	WC 084300
195)	WC 084201	245)	WC 084251	295)	WC 084301
196)	WC 084202	246)	WC 084252	296)	WC 084302
197)	WC 084203	247)	WC 084253	297)	WC 084303
198)	WC 084204	248)	WC 084254	298)	WC 084304
199)	WC 084205	249)	WC 084255	299)	WC 084305
200)	WC 084206	250)	WC 084256	300)	WC 084306

**Exhibit A**

<u>Railcar Operating Stencil Number</u>		<u>Railcar Operating Stencil Number</u>		<u>Railcar Operating Stencil Number</u>
301)	WC 084307	351)	WC 084357	
302)	WC 084308	352)	WC 084358	
303)	WC 084309	353)	WC 084359	
304)	WC 084310	354)	WC 084360	
305)	WC 084311	355)	WC 084361	
306)	WC 084312	356)	WC 084362	
307)	WC 084313	357)	WC 084363	
308)	WC 084314	358)	WC 084364	
309)	WC 084315	359)	WC 084365	
310)	WC 084316	360)	WC 084366	
311)	WC 084317	361)	WC 084367	
312)	WC 084318	362)	WC 084368	
313)	WC 084319	363)	WC 084369	
314)	WC 084320	364)	WC 084370	
315)	WC 084321	365)	WC 084371	
316)	WC 084322	366)	WC 084372	
317)	WC 084323	367)	WC 084373	
318)	WC 084324	368)	WC 084374	
319)	WC 084325	369)	WC 084375	
320)	WC 084326	370)	WC 084376	
321)	WC 084327	371)	WC 084377	
322)	WC 084328	372)	WC 084378	
323)	WC 084329	373)	WC 084380	
324)	WC 084330	374)	WC 084381	
325)	WC 084331	375)	WC 084382	
326)	WC 084332	376)	WC 084383	
327)	WC 084333	377)	WC 084384	
328)	WC 084334	378)	WC 084385	
329)	WC 084335	379)	WC 084386	
330)	WC 084336	380)	WC 084387	
331)	WC 084337	381)	WC 084388	
332)	WC 084338	382)	WC 084389	
333)	WC 084339	383)	WC 084390	
334)	WC 084340	384)	WC 084391	
335)	WC 084341	385)	WC 084392	
336)	WC 084342	386)	WC 084393	
337)	WC 084343	387)	WC 084394	
338)	WC 084344	388)	WC 084395	
339)	WC 084345	389)	WC 084396	
340)	WC 084346	390)	WC 084397	
341)	WC 084347	391)	WC 084398	
342)	WC 084348	392)	WC 084399	
343)	WC 084349			
344)	WC 084350			
345)	WC 084351			
346)	WC 084352			
347)	WC 084353			
348)	WC 084354			
349)	WC 084355			
350)	WC 084356			

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/3/08



\_\_\_\_\_  
Robert W. Alvord